

RECORDATION NO.

23225-9
FILED

JUN 24 '04

12-24 PM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 24, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement of Railroad Equipment (Amtrak HS-EDC-3), dated as of June 24, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment previously filed with the Board under Recordation Number 23225.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19801

Lessee: National Railroad Passenger
Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

Mr. Vernon A. Williams
June 24, 2004
Page Two

A description of the railroad equipment covered by the enclosed document is:

High-Speed Trainset Number 3 bearing AMTK reporting marks and road numbers attached hereto.

A short summary of the document to appear in the index is:

Memorandum of Lease Supplement of Railroad Equipment
(Amtrak HS-EDC-3).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

DESCRIPTION OF UNITS

(AMTRAK TRUST HS-EDC-3)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 3 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2000 AMTK 2002
One (1) First Class Car	AMTK 3206
Three (3) Coach Cars	AMTK 3504 AMTK 3506 AMTK 3520
One (1) Bistro Car	AMTK 3303
One (1) End Coach Car	AMTK 3402

AMTRAK TRUST HS-EDC-3

MEMORANDUM OF LEASE SUPPLEMENT OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-3) dated as of June 24, 2004, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*") under the Trust Agreement (Amtrak Trust HS-EDC-3) (the "*Trust Agreement*") dated as of November 1, 2000 (in such capacity, the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*") supplementing that certain Memorandum of Lease dated November 14, 2000 between Lessor and Lessee. Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Lease (referred to below).

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WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust HS-EDC-3) dated as of November 1, 2000 (the "*Lease*") as supplemented by that certain Lease Supplement No. 1 dated November 14, 2000 (Amtrak Trust HS-EDC-3) ("*Supplement No. 1*"), as further supplemented by Lease Supplement No. 2 (Amtrak Trust HS-EDC-3) dated December 7, 2000 ("*Supplement No. 2*"), as further supplemented by Lease Supplement No. 3 (Amtrak Trust HS-EDC-3) dated February 28, 2001 ("*Supplement No. 3*"), as further supplemented by Lease Supplement No. 4 (Amtrak Trust HS-EDC-3) dated March 21, 2001 ("*Supplement No. 4*"), as further supplemented by Lease Supplement No. 5 (Amtrak Trust HS-EDC-3) dated May 22, 2001 ("*Supplement No. 5*"), as further supplemented by Lease Supplement No. 6 (Amtrak Trust HS-EDC-3) dated August 29, 2001 ("*Supplement No. 6*"), as further supplemented by Lease Supplement No. 7 (Amtrak Trust HS-EDC-3) dated September 18, 2001 ("*Supplement No. 7*"), as further supplemented by Lease Supplement No. 8 (Amtrak Trust HS-EDC-3) dated September 18, 2003 ("*Supplement No. 8*") and as further supplemented by Lease Supplement No. 9 dated the date hereof (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of the Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, a Memorandum of Lease of Railroad Equipment with respect to the Equipment described in Supplement No. 1 (as defined above) has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on November 14, 2000 at 12:15 p.m., Recordation Number 23225, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on November 14, 2000 at 1:30 p.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 2 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on December 7, 2000 at 3:58 p.m., Recordation Number 23225-B, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on December 7, 2000 at 1:15 p.m.;

AMTRAK TRUST HS-EDC-3

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 3 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on February 28, 2001 at 10:02 a.m., Recordation Number 23225-E, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on February 28, 2001 at 9:38 a.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 4 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on March 21, 2001 at 11:33 a.m., Recordation Number 23225-G, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on March 21, 2001 at 10:00 a.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 5 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on May 22, 2001 at 10:10 a.m., Recordation Number 23225-I, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on May 22, 2001 at 9:54 a.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 6 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on August 28, 2001 at 10:26 a.m., Recordation Number 23225-K, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on August 28, 2001 at 9:29 a.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 7 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on September 18, 2001 at 10:31 a.m., Recordation Number 23225-M, and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on September 17, 2001 at 3:15 p.m.;

WHEREAS, a Memorandum of Lease Supplement of Railroad Equipment with respect to the Equipment described in Supplement No. 8 has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on September 17, 2003 at 4:22 p.m., Recordation Number 23225-O and deposited in the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act on September 18, 2003 at 11:52 a.m.;

WHEREAS, Supplement No. 9 shall be effective as of the Closing Date (as defined in the Lease); and

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee, as aforesaid

By: _____

Name: _____

Title: _____

 **MONICA M. HENRY**
SENIOR FINANCIAL SERVICES OFFICER

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____

Name: Dale M. Stein

Title: Treasurer

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee, as aforesaid

By: _____
Name:
Title:


NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

MS

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this 2 day of June, 2004, before me personally appeared Monica M. Henry, to me personally known, who, by me being duly sworn, says that he/she is BC. Trust Co. of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

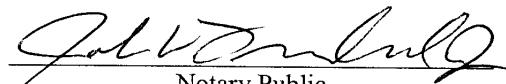


Notary Public

VERNESSA E. ROBINSON
NOTARY PUBLIC - DELAWARE
My Commission Expires: ~~My Commission Expires Oct. 28, 2008~~

DISTRICT OF COLUMBIA)
) SS.:
)

On this 10th day of June, 2004, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: 02/14/05

AMTRAK TRUST HS-EDC-3

Schedule A to
Memorandum of Lease

DESCRIPTION OF UNITS

(AMTRAK TRUST HS-EDC-3)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 3 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
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